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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

15 SECURITIES AND EXCHANGE COMMISSION.

17 Plaintiff,

V

19 PAYWARD, INC.; PAYWARD VENTURES,
INC.,

22 Defendants.

Case No. 3:23-cv-06003-WHO

Judge: Hon. William H. Orrick
Hearing Date: June 12, 2024
Time: 2:00 p.m.

**DECLARATION OF MATTHEW C.
SOLOMON IN SUPPORT OF
STIPULATION AND [PROPOSED]
ORDER TO CONTINUE HEARING
AND INITIAL CASE MANAGEMENT
CONFERENCE**

1 I, Matthew C. Solomon, declare:

2 1. I am an attorney admitted to practice before this Court *pro hac vice*. I am a partner
3 with the law firm Cleary Gottlieb Steen & Hamilton LLP, counsel for Defendants Payward, Inc.
4 and Payward Ventures, Inc. (together, “Kraken”) in this matter. I declare that the following is true
5 to the best of my knowledge, information, and belief, and that if called upon to testify, I could and
6 would testify to the following.

7 2. On November 20, 2023, the Securities and Exchange Commission (“SEC”) filed the
8 Complaint (ECF No. 1) in the above-captioned action. On December 8, 2023, the Court entered an
9 Order (ECF No. 17) setting an initial case management conference (“CMC”) for February 20,
10 2024.

11 3. On January 10, 2024, Kraken filed an unopposed motion to continue the CMC to
12 June 12, 2024 (ECF No. 20), which the Court granted on January 18, 2024 (ECF No. 22). On
13 January 10, 2024, the Parties also filed a stipulation that Kraken would notice the hearing on its
14 Motion to Dismiss on June 12, 2024, which the Court ordered on January 18, 2024 (ECF Nos. 19,
15 21).

16 4. Kraken filed its Motion to Dismiss on February 22, 2024, and noticed the hearing on
17 its Motion for June 12, 2024 (ECF No. 25).

18 5. Due to certain scheduling conflicts, the Parties have met and conferred and agreed
19 to seek a short continuation of the CMC and the hearing on Kraken’s Motion to Dismiss. The
20 Parties have stipulated that the CMC and hearing be continued, subject to the Court’s approval, to
21 June 20, 2024, or a date thereafter that is convenient for the Court.

22 6. Under the Court’s Standing Order for Civil Cases, unless a request is made for an
23 in-person argument that is granted by the Court, all civil law and motion hearings will be
24 conducted by Zoom videoconference. The Parties have also stipulated and agreed to request that
25 the Court permit the Parties to attend the hearing and the CMC in-person. The Parties respectfully
26 submit that an in-person hearing will assist the Parties in presenting their arguments to the Court.

27 7. The requested time modification should have no adverse effect on the schedule for
28 this case. As set forth above, one previous time modification for the CMC has been made.

1 I declare under penalty of perjury that the foregoing is true and correct. Executed on this
2 14th day of May, 2024 in Washington, D.C.

3 Dated: May 14, 2024
4

CLEARY GOTTLIEB STEEN &
HAMILTON LLP

5 By: /s/ Matthew C. Solomon
6 Matthew C. Solomon

7 *Counsel for Defendants Payward, Inc. and*
8 *Payward Ventures, Inc.*

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